Exhibit H



FORM 8-K

BigBand Networks, Inc. - BBND

Filed: October 30, 2007 (period: October 30, 2007)

Report of unscheduled material events or corporate changes.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report: October 30, 2007 (Date of earliest event reported)

BigBand Networks, Inc. (Exact Name of Registrant as specified in Charter)

Delaware (State or other Jurisdiction of incorporation) Commission File No.: 001-33355

04-3444278 (I.R.S. Employer Identification No.)

475 Broadway Street
Redwood City, California 94063
(Address of Principal Executive Offices, including zip code)

(650) 995-5000 (Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On October 30, 2007, BigBand Networks, Inc. (the "Company") announced the results of its operations for the three months ended September 30, 2007. The complete release is attached to this report as Exhibit 99.1 and incorporated herein by reference.

The information pursuant to Item 2.02 in this report on Form 8-K is being furnished as contemplated by General Instruction B(2) to Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 2.05. Costs Associated with Exit or Disposal Activities.

On October 29, 2007, the Audit Committee of the Company's Board of Directors authorized a disposal plan pursuant to which employees are to be terminated under a plan of termination described in Financial Accounting Standards No. 146 Accounting for Costs Associated with Exit or Disposal Activities (SFAS No. 146). A total of \$3.0 million to \$4.5 million of SFAS No. 146 charges is expected to be incurred in connection with this disposal plan, including charges of \$2.0 million to \$3.0 million for severance costs and \$1.0 million to \$1.5 million for lease termination costs. In addition, the Company's disposal plan also involves an aggregate of \$0.5 million in additional costs that may be recorded in the Company's results for the three months ended December 31, 2007.

On October 30, 2007, the Company issued a press release announcing the disposal plan. The complete release is attached to this report as Exhibit 99.1 and only the information included in Items 2.05 and 5.02 hereof is incorporated herein by reference; all other information shall be deemed furnished as discussed in Item 2.02 above.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 30, 2007, Mr. David Heard was promoted to the role of Chief Operating Officer of the Company.

Mr. Heard is 38 years old. He has served as the Company's Senior Vice President and General Manager of Product Operations since February 2007. Prior to joining the Company, Mr. Heard served as the President and Chief Executive Officer of Somera Communications, Inc., a telecommunications equipment company, from May 2004 to February 2006. From June 2003 to May 2004, Mr. Heard served as the President and General Manager of the Network Switching Division of Tekelec, Inc., a manufacturer of switching equipment. From February 2000 to June 2003, Mr. Heard served as the President and Chief Executive Officer of Santera Systems, Inc., a networking company that was acquired by Tekelec in 2003. Mr. Heard holds a B.A. in Production and Operations Management from The Ohio State University, an M.B.A. from the University of Dayton and an M.S. in management from the Stanford Graduate School of Business.

On October 30, 2007, the Company issued a press release announcing Mr. Heard's promotion. The complete release is attached to this report as Exhibit 99.1 and only the information included in Items 2.05 and 5.02 hereof is incorporated herein by reference; all other information shall be deemed furnished as discussed in Item 2.02 above.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits
- 99.1 Press Release dated October 30, 2007 of BigBand Networks, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BIGBAND NETWORKS, INC.

Date: October 30, 2007 By: /s/ Robert Horton

Robert Horton Senior Vice President & General Counsel

EXHIBITS

99.1 Press Release dated October 30, 2007 of BigBand Networks, Inc.

Exhibit 99.1



FOR IMMEDIATE RELEASE

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The Blueshirt Group for BigBand Networks

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BIGBAND NETWORKS ANNOUNCES THIRD QUARTER RESULTS AND RESTRUCTURING PLAN

Appoints Chief Operating Officer; Announces Decision to Retire Cuda CMTS Platform

REDWOOD CITY, Calif., October 30, 2007—BigBand Networks, Inc., (NASDAQ: BBND) today announced financial results for the three and nine months ended September 30, 2007.

Revenues for the third quarter of 2007 were \$38.5 million, a decrease of 10% from the third quarter of 2006. GAAP net loss for the third quarter of 2007 was \$12.2 million, or \$(0.21) per diluted share compared to GAAP net income of \$1.6 million, or \$0.03 per diluted share, in the third quarter of 2006. GAAP gross margins for the third quarter of 2007 were 36% compared to 52% in the third quarter of 2006. In the third quarter of 2007, the Company's GAAP operating loss was \$12.9 million, compared to an operating profit of \$2.9 million in the third quarter of 2006.

GAAP results for the third quarter of 2007 include \$3.2 million in stock-based compensation expense, \$143,000 in amortization of intangibles, and \$5.8 million in fixed assets and inventory charges associated with the retirement of the Cuda CMTS platform. In the third quarter of 2006, the Company incurred \$0.6 million in stock-based compensation expense, \$143,000 in amortization of intangibles and \$1.2 million in preferred stock warrant expense. Non-GAAP results exclude such elements. A reconciliation of GAAP and non-GAAP results is included as part of this release as well as on the investor relations section of the Company's website

On a non-GAAP basis, the Company had a net loss of \$2.7 million, or \$0.05 per diluted share, in the third quarter of 2007, compared to net income of \$3.5 million, or \$0.06 per diluted share in the third quarter of 2006. Non-GAAP gross margins were 51.1% for the third quarter of 2007 compared to 52.0% in the third quarter of 2006. Non-GAAP operating loss for the third quarter of 2007 was \$3.8 million as compared to a profit of \$3.6 million in the third quarter of 2006.

In addition, BigBand announced a restructuring plan designed to realign resources and significantly increase its efforts on video networking. As part of this plan, the Company will reduce its workforce by 15% and retire its Cuda CMTS platform.

As part of the Company's restructuring efforts, David Heard has been appointed chief operating officer. Heard was previously general manager of product operations and will now assume combined responsibility for research & development, marketing, sales, services and operations. Heard joined BigBand earlier in 2007, bringing with him experience in leadership positions at a number of data and telecom companies, including Tekelec, Lucent, AT&T and Somera Communications.

"Since our revised guidance announcement, we have re-evaluated our business, reviewed our market opportunities and conferred with our customers," commented Amir Bassan-Eskenazi, president and CEO of BigBand Networks. "We have decided to focus on our unique core competency—video—and no longer commit resources to the Cuda CMTS platform. In addition, we will reduce our workforce across the company to more closely align spending with near-term revenue opportunities. While our current operating challenges will take some time to work through, we expect to emerge from the next few quarters as a stronger, more focused company."

Concluded Bassan-Eskenazi, "We believe that switched digital video, edge QAM and Telco TV offer BigBand a significant opportunity for growth over the coming years and that addressable advertising and IPTV will create additional opportunities. We continue to be selected for a broad range of switched digital video deployments by major MSO customers. In the third quarter, two additional MSOs selected us for SDV deployments. These recent wins, as well as our long-term TelcoTV opportunities, give us confidence about our long-term growth prospects."

Business Outlook

Based on current expectations, management provided the following outlook for its business in the fourth quarter of 2007:

- Net revenues are anticipated to be in the range of approximately \$27 to \$33 million.
- GAAP gross margins are anticipated to be in the range of 45% to 48%, which includes approximately \$0.4 million in stock-based compensation.
- GAAP operating expenses are anticipated to be in the range of \$25.5 to 26.5 million, which includes approximately \$2.5 million in stock-based compensation, \$143,000 in amortization of intangibles and approximately \$0.8 million of litigation-related expenses.
- Additionally, we expect to incur one-time charges associated with the restructuring of our business in the range of \$3 to \$5 million, which includes employee severance and lease termination costs.
- GAAP provision for income tax is anticipated to be in the range of approximately \$0.5 to \$0.7 million, and non-GAAP provision for income tax is anticipated to be in the range of approximately \$0.2 to \$0.4 million.

Estimated ner Share

- Fully diluted weighted average shares are anticipated to be in the range of 58 to 60 million shares.
- This equates to GAAP loss per share in the range of \$0.31 to \$0.22 and a non-GAAP loss per share in the range of \$0.18 to 0.12.

The following table shows our Non-GAAP anticipated results for the quarter ending December 31, 2007 reconciled to the GAAP anticipated results. Our Non-GAAP anticipated results exclude (i) amortization of intangible assets, (ii) stock-based compensation, and (iii) restructuring-related expenses.

		u per onure
	Low	High
GAAP net income (loss)	\$ (0.31)	\$ (0.22)
	0.05	0.05
Amortization of intangibles and stock-based compensation Restructuring-related expenses	TOTAL TOTAL CONTROL OF THE CONTROL O	0.05
Non-GAAP net income (loss)	<u>\$ (0.18)</u>	\$ (0.12)

Non-GAAP Financial Measures

BigBand reports all financial information required in accordance with generally accepted accounting principles (GAAP), but it believes that evaluating its ongoing operating results may be difficult to understand if limited to reviewing only GAAP financial measures. Many of our investors have requested that we disclose this non-GAAP information because it is useful in understanding our performance as it excludes non-cash and other special charges that many investors feel may obscure our true operating costs. Likewise, management uses these non-GAAP measures to manage and assess the profitability of its business and does not consider amortization of intangible assets, preferred stock warrant expense or stock-based compensation expense, which are non-cash charges, in managing its operations. Specifically, we do not consider stock-based compensation expense when developing and monitoring budgets and spending. The economic substance behind our decision to exclude preferred stock warrant expense, share-based compensation and amortization of intangible assets relates to these charges being non-cash in nature. As a result, BigBand uses calculations of non-GAAP operating income, net income, net income per share and gross margin, which exclude, net of tax, amortization of intangible assets, preferred stock warrant expense, and stock-based compensation, to evaluate its ongoing operations and to allocate resources within the organization.

BigBand also excludes restructuring charges, including (i) employee severance and other termination benefits, (ii) lease termination costs and other expenses associated with exiting a facility, (iii) impairment of inventory relating to the retirement of our CMTS platform and (iv) retirement of CMTS-related fixed assets, from its non-GAAP financial measure, including its calculations of non-GAAP gross margins, operating expense, net income (loss) and net income

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(loss) per share. Expenses related to severance and inventory impairment will have a significant cash impact on BigBand's results of operations, including its net income (loss) as measured in accordance with GAAP. However, BigBand's management believes such charges incurred to realign its operating expenses with its anticipated future revenues and, consequently, does not consider these costs as a normal component of its expenses related to ongoing operations. As a result, BigBand's management believes it is useful for itself and investors to review both GAAP information that includes such charges and non-GAAP financial measures that exclude these charges to have a better understanding of the overall performance of BigBand's ongoing business operations and its performance in the periods presented.

Whenever BigBand uses such a non-GAAP financial measure, it provides a reconciliation of non-GAAP financial measures to the most closely applicable GAAP financial measure. Investors are encouraged to review the related GAAP financial measures and the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measure.

Conference Call Details for October 30, 2007

BigBand Networks will host a corresponding conference call and live webcast at 2:00 p.m. Pacific Standard Time today. To access the conference call, dial +1.800.240.8621 or +1.303.262.2004 (outside the U.S. and Canada). The webcast will be available live on the Investor Relations section of the Company's corporate website at www.bigbandnet.com and via replay beginning approximately two hours after the completion of the call until the Company's announcement of its financial results for the next quarter. An audio replay of the call will also be available to investors beginning at approximately 4:00 p.m. Pacific Standard Time on October 30, 2007 until 11:59 p.m. Pacific Standard Time on November 6, 2007, by dialing +1.800.405.2236 (+1.303.590.3000 for callers outside the U.S. and Canada) and entering pass code 11099813.

Cautionary Statement

The statements in this release relating to BigBand reducing its workforce, focusing exclusively on video, no longer committing resources to Cuda, emerging as a stronger more focused company, significant opportunity for growth over the coming years, additional opportunities in advertising and IPTV, advanced market leadership, and our business outlook with respect to the quarter ending December 31, 2007 (including revenues, gross margins, operating expenses, on-time charges, GAAP and non-GAAP tax provision, anticipated shares outstanding, and GAAP and non-GAAP earnings per share) and expenses having a significant cash impact are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties that could cause our actual results to differ materially, including, but not limited to: changes in demand for video services, the market acceptance of our products; the fluctuations in our

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gross margins; the concentration of our customer base; competitive developments including pricing pressures; the timing of recognition of a significant portion of our net revenues given the complex systems integration involved; the level of orders that are received and can be shipped in a given quarter; our ability to efficiently exit our Cuda business and the general economic, industry or political conditions in the United States or internationally.

For a detailed discussion of these and other risk factors, please refer to BigBand's Report on Form 10-Q ("Form 10-Q") dated August 10, 2007. You can obtain a copy of the Form 10-Q on the SEC's Web site (www.sec.gov).

Stockholders of BigBand Networks are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date such statements are made. BigBand Networks does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after this October 30, 2007 press release, or to reflect the occurrence of unanticipated events.

About BigBand Networks

BigBand Networks, Inc. (NASDAQ:BBND) provides broadband service providers with innovative network solutions designed to make it easier to move, manage and monetize video. These solutions are based on BigBand's video-networking platforms that are built to enable efficient and reliable delivery across a wide range of services, including digital TV, high definition TV, IP video, addressable advertising, video-on-demand, interactive TV, and video telephony. BigBand Networks' customers include more than 200 service providers—including six of the ten largest service providers in the U.S.—and leading cable and telco service providers in North America, Asia, Europe and Latin America. BigBand Networks is based in Redwood City, Calif., with offices worldwide. For additional information about the company, please call +1.650.995.5000, email info@bigbandnet.com or visit www.bigbandnet.com.

BigBand Networks, Inc.Condensed Consolidated Balance Sheets
(In thousands)

		As of September 30, 2007	As of December 31, 2006
Assets	CHICAGO CAN ARAGA THE COLOR RESERVAN	(Unaudited)	
Current assets:		\$ 56.080	\$ 38,570
Cash and cash equivalents Marketable securities		\$ 56,080 84.699	26,904
Total cash, cash equivalents and marketable securities	ter die gewag vorste gewanne der der der der der der der der der de	140,779	65,474
Trade receivables, net		38,954	33,988
Inventories Prepaid expenses and other current assets		7,004 4,810	7,153 2,511
Total current assets		191,547	109,126
Property and equipment, net		14,514	12,788
Goodwill and other intangible assets, net		2,533 5,209	2,962 4,174
Other non-current assets Total assets		\$ 213,803	\$ 129,050
Liabilities, redeemable convertible preferred stock and stockholders' equity (de	field)	210,000	<u> </u>
Current liabilities:			
Current portion of loans payable and capital leases		\$ 265	\$ 5,937
Preferred stock warrant liabilities Accrued compensation and related benefits		7.504	3,1 52 7,354
Accounts payable		15,601	15,109
Deferred revenues, net		39,408	39,553
Accrued warranty Other current liabilities		2,831 6,581	3,241 9,724
Total current liabilities		72,190	84,070
Deferred revenues, net, less current portion		18,816	11,049
Loans payable and capital leases, less current portion		246	8,599 895
Accrued warranty, less current portion Accrued long-term severance pay fund		1,282 2,886	895 2.744
Redeemable convertible preferred stock		-	117,307
Stockholders' equity (deficit):		trafiji mladusi i i i i i i i i i i i i i i i i i i	
Common stock Additional paid-in capital		59 241,588	12 17,063
Treasury stock		(113)	
Deferred stock-based compensation		(421)	(1,405)
Accumulated other comprehensive income Accumulated deficit		130	(111.293)
Total stockholders' equity (deficit)		(122,860) 118,383	(95,614)
Total liabilities, redeemable convertible preferred stock and stockholders' equity (de	ficit)	\$ 213,803	\$ 129,050

BigBand Networks, Inc.Condensed Consolidated Statements of Operations (In thousands, except per share amounts, Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
No. 11 Company of the	2007	2006	2007	2006
Net revenues: Products	\$ 29,942	\$ 37,094	\$ 121,858	\$ 97,313
Services Control of the Control of t	8,608	5,970	23,988	16,309
Total net revenues Cost of net revenues:	38,550	43,064	145,846	113,622
Products	21,284	18,382	62,113	49,486
Services and the service of the serv	3,569	2,393	10,549	6,689
Total cost of net revenues	24,853	20,775	72,662	56,175
Gross profit	13,697	22,289	73,184	57,447
Operating expenses:				
Research and development	12,869	9,316	39,619	26,600
Sales and marketing	9,907	7,045	31,335	20,965
General and administrative	3,668	2,922	11,305	8,048
Amortization of purchased intangible assets	143	143	429	429
Total operating expenses	<u>26,587</u>	<u>19,426</u>	82,688	<u>56,042</u>
Operating income (loss)	(12,890)	2,863	(9,504)	1,405
Other expense, net: Interest income	1,874	387	4.913	849
Interest expense	(10)	(444)	(619)	(1,348)
Other expense, net	(426)	(847)	(5,422)	(989)
Net income (loss) before benefit from income taxes	(11,452)	1,959	(10,632)	(83)
Provision for (benefit from) income taxes	793	381	935	(17)
Net income (loss) for the period	\$ (12,245)	<u>\$ 1,578</u>	\$ (11,567)	<u>\$ (66)</u>
Net income (loss) per share - basic	\$ (0.21)	\$ 0.14	\$ (0.26)	\$ (0.01)
Net income (loss) per share - diluted	<u>\$ (0.21)</u>	\$ 0.03	<u>\$ (0.26)</u>	<u>\$ (0.01)</u>
Shares used in computing non-GAAP net income (loss) per share - basic	58,821	11,425	45,087	11,347
Shares used in computing non-GAAP net income (loss) per share - diluted	58,821	57,322	45,087	11,347

BigBand Networks, Inc.

Reconciliation of GAAP to Non-GAAP Financial Measures (In thousands, except per share amounts, Unaudited)

	Three Months Ended September 30, 2007				
	GAAP Results	Stock-based Comp/Amortization of Intangibles Expense	Realignment Expenses	Non-GAAP Results	
Net revenues:					
Products	\$ 29,942	\$ —	\$ —	\$ 29,942	
Services Services	<u>8,608</u>			8,608	
Total net revenues	38,550			38,550	
Cost of net revenues:					
Products	21,284	287	5,541 11	15,456	
Services ABA ABABA ABABABA ABABA ABABABA ABABABA ABABA ABABA ABABA ABABA ABABA ABABA ABABA ABABABA ABABABA ABABABA ABABA ABABABA ABA	3,569	166 453		3,392	
Total cost of net revenues	24,853	453	5,552	18,848	
Gross profit	13,697	(453)	(5,552)	19,702	
Operating expenses:	12,869	1,103	222	11,544	
Research and development Sales and marketing	9,907	1,103 1,149	12	8,746	
General and administrative	3,668	456	22	3,190	
Amortization of purchased intangible assets	143	143	· · · · · · · · · · · · · · · · · · ·		
Total operating expenses	26.587	2,851	256	23,480	
Operating loss	(12,890)	(3,304)	(5,808)	(3,778)	
Other expense, net:					
Interest income	1,874			1,874	
Interest expense	(10)			(10)	
Other expense, net	(426)			(426)	
Net loss before provision for income taxes	(11,452)	(3,304)	(5,808)	(2,340)	
Provision for income taxes	<u>793</u>	438		355	
Net loss for the period	\$ (12,245)	\$ (3,742)	<u>\$ (5,808)</u>	\$ (2,695)	
Net loss per share - basic	<u>\$ (0.21)</u>	\$ (0.06)	\$ (0.10)	<u>\$ (0.05)</u>	
Net loss per share - diluted	<u>\$ (0.21)</u>	<u>\$ (0.06)</u>	<u>\$ (0.10)</u>	<u>\$ (0.05)</u>	
Shares used in computing non-GAAP net loss per share - basic	58,821	58,821	58,821	58,821	
Shares used in computing non-GAAP net loss per share - diluted	58,821	58,821	58,821	58,821	

BigBand Networks, Inc.

Reconciliation of GAAP to Non-GAAP Financial Measures (In thousands, except per share amounts and percentages, Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,		
		2007	2006	2007	2006
GAAP gross profit as reported		13,697	\$ 22,289	\$ 73,184	\$ 57,447
Stock-based compensation expense Inventory write-downs relating to CUDA product line Fixed Assets depreciation adjustments		453 5,000 552	89 Safeti mannan <u>- 1</u>	1,152 5,000 552	181
Non-GAAP Gross profit	HAR TOPHING PARK	19,702	\$ 22,378	\$ 79,888	\$ 57,628
As a percentage of net revenues:	•				
GAAP gross profit as reported		35.5%	51.8%	50.2%	50.6%
Non-GAAP Gross profit	-	51. <u>1</u> %	52.0%	<u>54.8</u> %	<u>50.7</u> %
GAAP operating income (loss) as reported		<u>(12,890)</u>	<u>\$ 2,863</u>	<u>\$ (9,504)</u>	<u>\$ 1,405</u>
Inventory write-downs relating to CUDA product line		5,000		5,000	_
Fixed Assets depreciation adjustments		808	en e	808	
Stock-based compensation expense:		453	89	1,152	181
- Cost of goods sold - Research and development		1.103	205	2,834	512
- Sales and marketing		1,149	131	3,338	310
- General and administrative		456	129	1,197	327
Amortization of intangibles	v va needa edile	<u>143</u>	<u>143</u>	429	429
Non GAAP operating income (loss)		(3,778)	<u>\$ 3,560</u>	<u>\$ 5,254</u>	<u>\$ 3,164</u>
GAAP net income (loss) as reported		§ (12,245)	\$ 1,578	\$ (11,567)	\$ (66)
Stock-based compensation expense		3,161	554	8,521 429	1,330 429
Amortization of intangibles Preferred stock warrant expense		143	143 1,244	429 4,974	1399
Inventory write-downs relating to CUDA product line		5,000	1,244	5,000	
Fixed Assets depreciation adjustments		808		808	
Tax effect of adjustments		438	<u>(62</u>)	(340)	(332)
Non GAAP net income (loss)		\$ (2,695)	<u>\$ 3,457</u>	<u>\$ 7,825</u>	\$ 2,760
Net income (loss) per share, non-GAAP - basic		\$ (0.05)	\$ 0.30	<u>\$ 0.17</u>	<u>\$ 0.24</u>
Net income (loss) per share, non-GAAP - diluted	:	\$ (0.0 <u>5</u>)	\$ 0.06	\$ 0.12	<u>\$ 0.05</u>
Shares used in computing non-GAAP net income (loss) per share - basic		58,821	11,425	45,087	<u>11,347</u>
Shares used in computing non-GAAP net income (loss) per share - diluted		58,821	57,322	67,372	56,601

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